



The Atchison, Topeka and Santa Fe Railway Company



1700 East Golf Road
Schaumburg, Illinois 60173-5860

3-175A046

PLEASE STAMP AND RETURN TO SANTA FE

June 23, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 18170-C

JUN 24 1993 1-20 PM

INTERSTATE COMMERCE COMMISSION

JUN 24 11 16 PM '93
MOTOR OPERATING UNIT

Re: The Atchison, Topeka and Santa Fe Railway Company
Partial Termination of Agreement pertaining to
Interim User Agreement dated March 1, 1993, filed with
the Interstate Commerce Commission on March 19, 1993
at 10:00 a.m., Recordation No. 18170

Dear Mr. Strickland:

Enclosed herewith please find an original and two (2) counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Partial Termination of Agreement, a secondary document, dated as of June 21, 1993. The primary document to which this document is connected is recorded under Recordation No. 18170.

The name and addresses of the parties to this document are:

Lessor:

General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

Lessee:

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

Interstate Commerce Commission
June 23, 1993
Page 2

The equipment covered by the Partial Termination of Agreement is 36 General Electric Diesel Locomotives, bearing Road Nos. 905, 868-926, inclusive, even numbers only, and 907-915, inclusive, odd numbers only.

For the convenience of the parties, I have enclosed two (2) additional counterparts of the Partial Termination of Agreement, which I would like to have returned to me bearing the recordation information. In addition, please find a pre-addressed, stamped envelope for the convenience of returning the counterparts to Santa Fe.

Enclosed please find Check No. 3619, dated June 23, 1993 for the amount of \$16.00 for payment of the Commission's prescribed recordation fee.

A short summary of the enclosed document to appear in the Commission's Index is:

Secondary Document

Partial Termination of Agreement dated June 21, 1993, pertaining to Interim User Agreement dated February 26, 1993, filed with the Interstate Commerce Commission on March 19, 1993, Recordation No. 18170, terminating the Interim User Agreement as to 36 General Electric Diesel Locomotives, bearing Road Nos. 905, 868-926, inclusive, odd numbers only, and 906-915, inclusive, even numbers only.

If you have any questions or comments concerning this request, please contact Craig N. Smetko at 708-995-6819.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jeffrey R. Moreland", with a long horizontal flourish extending to the right.

Jeffrey R. Moreland
Vice President-Law and
General Counsel

JRM/CNS/lmm
Enclosures

cc: Michael J. Baughman, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

6/24/93

OFFICE OF THE SECRETARY

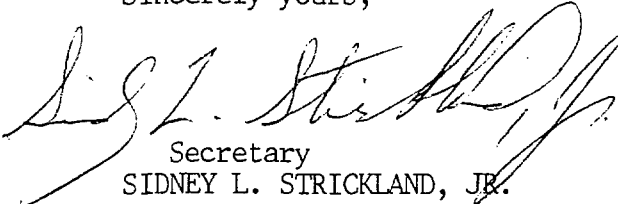
Jeffrey R. Moreland
Vice President-Law &
General Counsel

The Atchison Topeka & Santa Fe RYW Co
1700 East Golf Road
Schaumburg IL. 60173-5860

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 6/24/93 at 1:20pm, and assigned
recordation number(s). 18170-C

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

284-10*

RECORDATION NO. 18170-S FILED 1993

JUN 24 1993 1:20 PM

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF AGREEMENT

THIS PARTIAL TERMINATION OF AGREEMENT, made this 21st day of June, 1993 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of February 26, 1993 (the "Lease"); and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on March 19, 1993, at 10:00 a.m. and given Recordation Number 18170; and

WHEREAS, GE and Railroad desire to terminate and cancel the Lease with respect to the equipment described herein and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby terminate and cancel the Lease, effective June 25, 1993 with respect to the following equipment: 36 General Electric Model Dash 8-40CW diesel electric locomotives bearing road numbers 905, 868-926 (inclusive, even numbers only), and 907-915 (inclusive, odd numbers only) (hereinafter, collectively, the "Terminated Equipment").

2. The parties agree to record this Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.

IN WITNESS WHEREOF, Railroad and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:

[Signature]

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

By: [Signature]

Title SR. V.P., TREAS. & CFO

ATTEST:

[Signature]
M. J. Baughman, Attesting Secretary

GENERAL ELECTRIC COMPANY

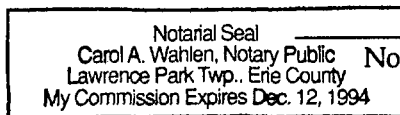
By: [Signature]

D. B. Tucker, General Manager
North American Locomotive
Marketing/Sales/Service Operation

Commonwealth of Pennsylvania }
County of Erie }

On this 21st day of June, 1993, before me personally appeared D. B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, North American Locomotive Marketing/Sales/Service Operation of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

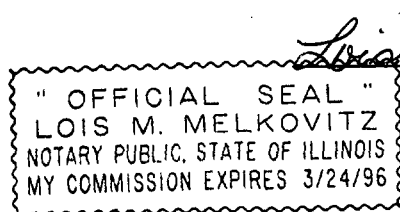


[Signature]
Notary Public

State of ILLINOIS }
County of COOK }

On this 23 day of June, 1993, before me personally appeared DENIS E. SPRINGER
to me personally known, who, being duly sworn, did say that he is SR. V.P., TREAS.
& CFO of The Atchison, Topeka and Santa Fe Railway
Company, that the foregoing instrument was signed on behalf of such corporation by authority of its
Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act
and deed of such corporation.

My commission expires:



[Signature]
Notary Public